**HTM: Annual Corporate Governance Report 2023**

On January 29, 2024, Hanoi Trade Joint Stock Corporation announced Report No. 25/BC-HAPRO on the corporate governance in 2023 as follows:

* Name of company: Hanoi Trade Joint Stock Corporation
* Head office address: No. 38 - 40 Le Thai To Street, Hang Trong Ward, Hoan Kiem District, Hanoi.
* Tel: 024.3826.7984 Fax: 024.3928.8407 Email: [doingoai@haprogroup.vn](mailto:doingoai@haprogroup.vn)
* Charter capital: VND 2,200 billion
* Securities code: HTM
* Corporate Governance Model: The General Meeting Board of Directors, Supervisory Board and Managing Director

Organizational structure of the Company includes:

* General Meeting;
* The Board of Directors 03 members including Chair and members of the Board of Directors;
* Supervisory Board 03 members including Chief and 02 members of the Supervisory Board.
* The Executive Board: 04 members including the Managing Director, 03 Deputy Managing Directors (in which, 01 Deputy Managing Director concurrently the Chief Accountant)
* Departments/divisions: 07 departments
* Related units, branches: 11 Related units, branches;
* Enterprises with contributed capital of the Company: 32 units including 06 Subsidiaries with contributed capital of up to 51% of charter capital and 26 joint venture Companies/units of joint venture, affiliates and capital contribution.

Implementation of internal audit: Executed.

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

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| No. | Resolution/Decision | Date | Contents |
| 1 | Annual General Mandate 2023 | May 05, 2023 | * The General Meeting approves the Report of the Managing Director on production and business activity results in 2022 and the Production and business plan in 2023. * The General Meeting approved the audited Separate and Consolidated Financial Statements 2022. * The General Meeting approves the Report on operational administration in 2022 and the Operational plan in 2023. * The General Meeting approves the Report on activities of the Supervisory Board in 2022 and the operational Plan of the Supervisory Board in 2023. * The General Meeting approves the settlement of remuneration for the Board of Directors, Supervisory Board members for the year 2022 and remuneration plan for Board of Directors and Supervisory Board members for the year 2023. * The General Meeting approves the proposal of not setting up a reserve fund and not distributing dividends to shareholders for the year 2022. * The General Meeting approved the authorization for the Board of Directors to select an audit company to audit the Financial Statements 2023. * The General Meeting approves the election of Board of Directors and Supervisory Board members for the term 2023 - 2028. * The General Meeting authorized and allowed the Board of Directors or other members of the Board of Directors to consider, decide and organize the implementation of issues approved by the General Meeting and consider, decide other arising contents under the authority of the General Meeting, which must be resolved between two Annual General Meetings and implement related procedures as per regulations. |

1. Board of Directors (Semi-annual repor annual report)
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Thai Dung | Chair of the Board of Directors | February 18, 2020 |  |
| 2 | Mr. Vu Thanh Son | Member of the Board of Directors | June 24, 2018 | May 05, 2023 |
| 3 | Ms. Tran Hue Linh | Member of the Board of Directors | May 06, 2022 |  |
| 4 | Ms. Tran Thi Tuyet Nhung | Member of the Board of Directors | June 24, 2018 |  |
| 5 | Mr. Tran Anh Tuan | Member of the Board of Directors | June 24, 2018 | May 05, 2023 |

1. Board Resolutions/Decisions:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | No. 30/2023/NQ-HDQT | March 15, 2023 | Approve the organization plan for the annual General Meeting of the Company in 2023. |
| 2 | No. 42/2023/NQ-HDQT | March 24, 2023 | Approve Regulations on Contract Signing for Employees. |
| 3 | No. 54/2023/NQ-HDQT | April 11, 2023 | Approve the transfer of all shares at Hapro Eco Interior Joint Stock Company. |
| 4 | No. 60/2023/NQ-HDQT | April 17, 2023 | On the restructuring of personnel in charge of governance of the Company. |
| 5 | No. 77/2023/NQ-HDQT | April 25, 2023 | Adjustment of the income level of Ms. Do Tue Tam. |
| 6 | No. 84/2023/NQ-HDQT | May 05, 2023 | Election of Chair of the Board of Directors of the Company, term 2023-2028. |
| 7 | No. 92/2023/NQ-HDQT | May 16, 2023 | Approve the total estimated budget for the renovation and reinforcement of the 2nd floor, Building No. 7-9 Dinh Tien Hoang Street, Hang Bac Ward, Hoan Kiem District, Hanoi. |
| 8 | No. 140/2023/NQ-HDQT | June 21, 2023 | Liquidation of fixed assets of the Company at C112 Thanh Xuân Bắc Supermarket. |
| 9 | No. 145/2023/NQ-HDQT | June 23, 2023 | On the reappointment of the Managing Director of the Company. |
| 10 | No. 153/2023/NQ-HDQT | June 29, 2023 | Selection of PKF Viet Nam Company Limited as the auditor for the separate and consolidated financial statements for the fiscal year ending on June 30, 2023, and the financial year ending on December 31, 2023. |
| 11 | No. 162/2023/NQ-HDQT | July 12, 2023 | Approve the transfer of all shares of the Company at Ha Noi Trading Development JSC. |
| 12 | No. 166/2023/NQ-HDQT | August 01, 2023 | Regulations on salary, job performance bonuses, job completion evaluation. |
| 13 | No. 171/2023/NQ-HDQT | August 07, 2023 | Renewal of credit limit for 2023 at Southeast Asia Commercial Joint Stock Bank. |
| 14 | No. 200/2023/NQ-HDQT | October 05, 2023 | Approve regulations on management and use of automobiles, taxi cards. |
| 15 | No. 201/2023/NQ-HDQT | December 12, 2023 | Approve the Company's loan to Binh Phuoc Cashew Production Processing mport-export Joint Stock Company. |
| 16 | No. 204/2023/NQ-HDQT | December 14, 2023 | Approve on changing in the audit company for financial statements for 2023. |

1. Supervisory Board/Audit Committee (2023):
2. Information about members of the Supervisory Board/the Audit Committee:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Nguyen Hong Hai | Chief of the Supervisory Board | June 24, 2018 | Bachelor in Economics |
| 2 | Vu Thi Quynh Trang | Member of the Supervisory Board | June 24, 2018 | Bachelor in Economics |
| 3 | Nguyen Trong Hien | Member of the Supervisory Board | June 24, 2018 | Master of Economics |

1. Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Vu Thanh Son - Managing Director | April 20, 1964 | Master of International Business Administration | Re-appointed on  June 24, 2023 |
| 2 | Ms. Do Tue Tam - Deputy Managing Director | February 07, 1980 | Master of Finance and Banking | December 02, 2019 |
| 3 | Ms. Duong Thi Lam - Deputy Managing Director-cum-Chief Accountant | November 01, 1977 | Bachelor in Accounting | June 24, 2018 |
| 4 | Mr. Le Anh Tuan - Deputy Managing Director | July 04, 1971 | Bachelor in External Economics | August 03, 2020 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms Duong Thi Lam | November 01, 1977 | Bachelor in Accounting | December 02, 2019 |

1. Training on corporate governance None
2. List of related persons of the public company (Annual Report 2023) and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company, or between the Company and major shareholders, PDMR, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder or Board Resolution/Decision ( including the promulgation date, if any) | Content, quantity, total value of transaction | Note |
| 1 | Binh Phuoc Cashew Production Processing Import Export Joint Stock Company | Subsidiaries | Business Registration Certificate No. 3801099028;  Date of issue: February 28, 2019 Place of issue: Department of Planning and Investment of Binh Phuoc province | Group 4, Thuan Hai hamlet, Thuan Phu commune, Dong Phu district, Binh Phuoc province | December 21, 2023 | Resolution No. 201/2023/NQ-HDQT, dated December 12, 2023 | Loan contract |  |
| 2 | Asian Securities Corporation | Related organization of PDMR | Business Registration No, 0102126675;  Date of issue: December 22, 2006; Place of issue: Hanoi Department of Planning and Investment; Securities business license number: 34/UBCK-GPHDKD issued by SSC | 4th, 5th, 6th, 7th floors, address: 3 Dang Thai Than, Phan Chu Trinh, Hoan Kiem, Hanoi | April 03, 2023 | No. 30/2023/NQ-HDQT dated March 15, 2023 | Contract for convening the Annual General Meeting in 2023 for the Company | - |

Note NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)/NSH

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting). None
   2. Transactions between the Company and the companies that related persons of members of the Board of Directors, members of the Supervisory Board Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (Managing Director): None
   3. OOther transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None
3. Share transactions of PDMR and related persons of PDMR
4. Share transaction of PDMR and related persons on the Company's shares: None
5. Other significant issues: None